VALUETRONICS HOLDINGS LIMITED
(Incorporated in Bermuda on 18 August 2006)
(Company Registration Number: 38813)

RESPONSE TO QUERY FROM SINGAPORE EXCHANGE SECURITIES TRADING LIMITED IN RELATION TO THE COMPANY'S ANNUAL REPORT FOR FY2025

The Board of Directors (the "**Board**") of Valuetronics Holdings Limited ("**Valuetronics**" or the "**Company**", together with its subsidiaries, the "**Group**") refers to the below query raised by the Singapore Exchange Securities Trading Limited on 15 July 2025 in relation to the Company's annual report for the financial year ended 31 March 2025 ("**FY25 AR**") and would like to provide its response as follows:

SGX Query 1:

Listing Rule 715(2) states that an issuer must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies.

It is disclosed on page 64 of the FY25 AR that "VML and Sinnet Cloud HK Limited ("Sinnet Cloud HK") incorporated Trio AI Limited on 19 June 2024 with the capital injection of HKD7,700,000 at cash and HKD6,300,000 in-kind in the form of a grant of a perpetual licence on an exclusive basis of a proprietary software platform owned by Sinnet Cloud HK, respectively". We note that there was no disclosure on the auditor engaged to audit Trio AI Limited, a foreign-incorporated subsidiary.

Please explain whether and how the Company has complied with Listing Rule 715.

Company's Response:

Under Listing Rule 718, a subsidiary or associated company is deemed significant if its net tangible assets represent 20% or more of the issuer's consolidated net tangible assets, or its pre-tax profits account for 20% or more of the issuer's consolidated pre-tax profits.

As at 31 March 2025, based on Valuetronics' consolidated financial statements, Trio AI Limited ("**Trio**") did not meet the thresholds for significance under Listing Rule 718. It is therefore not considered a significant foreign-incorporated subsidiary for the purposes of Listing Rule 715(2), and the requirement to appoint a suitable auditing firm does not apply.

In addition, under the Hong Kong Companies Ordinance (Cap. 622), a newly incorporated company may set its first financial year end up to 18 months from the date of incorporation, and is not required to hold its first annual general meeting or present audited financial statements within that period.

Accordingly, given that it was incorporated on 19 June 2024, Trio was not required to appoint a statutory auditor or issue audited financial statements under the Hong Kong laws, as of the date of approval of the financial statements of Valuetronics.

The Company will continue to review the status of Trio and ensure compliance with the Listing Rules, including Listing Rule 715(2), as and when applicable.

BY ORDER OF THE BOARD
VALUETRONICS HOLDINGS LIMITED

Tse Chong Hing
Chairman and Managing Director

17 July 2025